

HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2007 OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

	1137 ent Period)	,1137 NA	AIC Company	y Code	12193	Employer	's ID Number	20-1052897
Organized under the Laws	•	Michigan		, State o	f Domicile	or Port of Entry	, ,	Michigan
Country of Domicile				United S		,		
Licensed as business type:	Life, Ac	cident & Health []	Property/	Casualty [Den	tal Service Corp	ooration []	
	Vision 9	Service Corporation []	Other []		Hea	Ith Maintenance	e Organization []	X]
	Hospita	I, Medical & Dental Service	or Indemnit	y[]	ls H	MO, Federally (Qualified? Yes [] No [X]
Incorporated/Organized		04/22/2004	C	ommenced	Rusiness		10/01/200	14
				ommended	Buomicoo			<u>·</u>
Statutory Home Office	-	1333 Gratiot, Ste (Street and Number		,			etroit, MI 48207 Town, State and Zip C	Code)
Main Administrative Office				1333 (Gratiot, Ste	e 400		
	Detroit, MI	48207			et and Numbe		.1510	
		and Zip Code)				(Area Code) (Telep		
Mail Address		1333 Gratiot, Ste 400 reet and Number or P.O. Box)		_ ,			t, MI 48207 State and Zip Code)	
Primary Location of Books a	•	,			1333 G	(City or Town, tratiot, Ste 400	State and ZIP Code)	
,						et and Number)		
	Detroit, MI Town, State	48207 and Zip Code)				313-465- (Area Code) (Telep		
Internet Website Address	·	. ,	W	ww.omnicare	ehealthpla	, , , ,	,	
Statutory Statement Contact		Kenyata J. Roge	rs		•	31	3-465-1519	
•	Rogers@	(Name)				(Area Code) (Te 313-465-	elephone Number) (Ex	tension)
No	(E-mail Add					(FAX Nun		
			OFFIC	EDC				
Name		Title	OFFIC	EKS	Name			Title
Beverly Ann Allen		President & Chief Executiv	ve Officer	Kenya	ata Jamile		Chief Fi	inancial Officer
John Joseph Ruhlmar	nn	Senior Vice President & C Controller	Corporate	Francis	Samuel S	oistman Jr.	Executive	e Vice President
		0	THER O					
John Joseph Stelber		Secretary			Claudia Bj			reasurer
Jonathan David Weinberger Shirley Ann Roquemor		Assistant Secretary	ry	Kenn	eth G. Rol	oinson III ,	Assist	ant Treasurer
	<u> </u>		TORS O	R TRUS	TFFS	,		
Francis Samuel Soistma	n Jr.	Jan H. Hodges #			verly Ann	Allen	Doret	ha J. Wiley
Ernestine Romero			 .					
State of								
County of	-	ss						
The officers of this reporting ent above, all of the herein described this statement, together with rela of the condition and affairs of the completed in accordance with that state rules or regulations recrespectively. Furthermore, the sc exact copy (except for formatting to the enclosed statement.	d assets we ted exhibits e said repo e NAIC Anr quire differe cope of this	ere the absolute property of the s, schedules and explanations to tring entity as of the reporting properting to the properties and notes in reporting not related to attestation by the described of	said reporting herein contained period stated all Accounting Praccounting pra- ficers also includes	entity, free an ed, annexed o bove, and of it actices and Practices and proudes the relate	d clear from referred to s income a rocedures mocedures, and correspo	n any liens or claim is a full and true and deductions the nanual except to the ocording to the beanding electronic fil	as thereon, except a statement of all the refrom for the perion ne extent that: (1) si st of their information ling with the NAIC,	as herein stated, and that assets and liabilities and dended, and have been tate law may differ; or, (2) on, knowledge and belief, when required, that is an
Beverly Anr Chief Executiv			Kenyata Jan Chief Finan			Controller	John Joseph F Senior Vice Pre	Ruhlmann esident & Corporate
Subscribed and sworn to bday of	efore me	this ,			b. If 1. 2.	s this an original	ndment number	Yes [X] No []
Rochelle Jenkins					0.		,	

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of Debtor	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Admitted
0199999 Total individuals						
Group subscribers:						
		<u></u>				
	NON					
			 			
		-				
0299997 Group subscriber subtotal	0	0	0	0	0	0
0299998 Premiums due and unpaid not individually listed					<u> </u>	
0299999 Total group	0	0	0	0	0	0
0399999 Premiums due and unpaid from Medicare entities			.			
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	0	0	0	0	0	0

EXHIBIT 3 - HEALTH CARE RECEIVABLES

EXHIBIT 3 - HEALTH CARE RECEIVABLES										
1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted				
Individually Listed Receivables:	,	,	,	,						
0299998 - Aggregate of amounts not individually listed above. 0299999 - Totals - Claim Overpayment Receivables	208,658				208,658					
0299999 - Totals - Claim Overpayment Receivables					208,658					
039998 - Aggregate of amounts not individually listed above.	, , , , , , , , , , , , , , , , , , , ,				,	(
0399998 - Aggregate of amounts not individually listed above. 0499998 - Aggregate of amounts not individually listed above.						(
0599998 - Aggregate of amounts not individually listed above.						(
State of Michigan	1.097.051	429.925		168.701		2,166,840				
0699999 - Totals - Other Receivables	1,097,051		471,164			2,166,840				
			,	,		, , , , , , , , , , , , , , , , , , , ,				
	·····									
	<u> </u>		·····							
0799999 Gross health care receivables	1,305,709	429,925	471.164	168,701	208,658	2,166,840				

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

	Aging Analysis of Unpaid	Claims				
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported) Caremark	704 440	0		0	٥	704 440
Laremark		0				
Harper University Hospital	493,000		······		96,700	589,700
			·····			
0199999 Individually listed claims unpaid.	1,274,113	0	0	0		1,370,813
0299999 Aggregate accounts not individually listed-uncovered					90,700	1,370,013
0399999 Aggregate accounts not individually listed-covered	2,144,074	453,180	1,010,125	179,525	653,150	4,440,054
0499999 Subtotals	3,418,187	453,180	1,010,125	179,525	749,850	5,810,867
0599999 Unreported claims and other claim reserves	0,410,107	400,100	1,010,120	170,020	740,000	11,308,652
0699999 Total amounts withheld						11,000,002
0799999 Total claims unpaid						17,119,519
0899999 Accrued medical incentive pool and bonus amounts						216,719
0033333 Addition medical incentive pool and bonds amounts						210,710

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Adm	itted
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually Listed Receivables:							
	<u></u> -		<u></u>				
		NON		†			
				+			
				+			
			····				
				•			
				1			
	<u> </u>			ļ			
0199999 Individually listed receivables	0	0	0	0	0	0	0
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	0	0	0	0	0	0	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Coventry Health Care, Inc	Taxes and other amounts due	235,415	235,415	
0100000 Individually listed navables		235,415	235,415	0
0199999 Individually listed payables. 0299999 Payables not individually listed 0399999 Total gross payables		200,410	200,410	
2200000 Total gross parables		235,415	235,415	0
DOGGGGGG TOTAL GLOSS PAYADIES		200,410	255,415	U

EXHIBIT 7 PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

	1 Direct Medical	2 Column 1	3 Total	4 Column 3	5 Column 1	6 Column 1
Payment Method	Expense Payment	as a % of Total Payments	Members Covered	as a % of Total Members	Expenses Paid to Affiliated Providers	Expenses Paid to Non-Affiliated Providers
Capitation Payments:		•				
1. Medical groups		24.2	55,778	100.0		34,202,355
2. Intermediaries	3,323,378	2.3		0.0		3,323,378
3. All other providers	1,470,252	1.0		0.0		1,470,252
Total capitation payments		27 .5	55,778	100.0	0	
Other Payments:						
5. Fee-for-service	24,302,238	17 .2	XXX	XXX		24,302,238
6. Contractual fee payments		54.9	XXX	XXX		77,680,264
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
Bonus/withhold arrangements - contractual fee payments		0.4	XXX	XXX		591,392
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	102,573,894	72.5	XXX	XXX	0	102,573,894
13. Total (Line 4 plus Line 12)	141,569,879	100 %	XXX	XXX	0	141,569,879

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

	EXHIBIT I - LAKE Z - GOMMAKT OF TRANSACTIONS	· • · · · · · · · · · · · · · · · · · ·		<u> </u>	
1	2	3	4	5	6
			Average		Intermediary's
			Monthly	Intermediary's	Intermediary's Authorized Control Level RBC
NAIC Code	Name of Intermediary	Capitation Paid	Capitation	Total Adjusted Capital	Control Level PRC
NAIC Code	Comprehensive Debovioral Core	060 000	72 402	Total Adjusted Capital	Control Level (CDC
	Comprehensive Behavioral Care		72,402		
	Medical Transportation Management	1,034,252			
	Joint Venture Hospital Laboratories	1,420,307	118,359		
		***************************************			***************************************
1					
					.
		2 202 270	2007	2007	2007
9999999 Totals		3,323,379	XXX	XXX	XXX

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

·	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
Administrative furniture and equipment	162,160		81,051	81,109	81,109	
Medical furniture, equipment and fixtures						
Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
Other property and equipment						
6. Total	162,160	0	81,051	81,109	81,109	0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

OmniCare Health Plan, Inc.

2.

								(LOCATION)		
NAIC Group Code 1137 BUSINESS IN THE STATE O	F Michigan			DURING THE YEAR	2007			NAI	C Company Code	12193
	1	Comprel (Hospital &	Medical)	4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	57,945								57 , 945	
2 First Quarter	58,447								58,447	
3 Second Quarter	58,258								58,258	
4. Third Quarter	56,943								56,943	
5. Current Year	55,778								55,778	
6 Current Year Member Months	689,834								689,834	
Total Member Ambulatory Encounters for Year:										
7. Physician	401 , 171								401,171	
8. Non-Physician	79,537								79,537	
9. Total	480,708	0	0	0	0	0	0	0	480,708	
10. Hospital Patient Days Incurred	35,158								35,158	
11. Number of Inpatient Admissions	7,985								7,985	
12. Health Premiums Written (b)	177 , 245 , 263								177 , 245 , 263	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	177,245,263								177 , 245 , 263	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	141,569,879								141,569,879	
18. Amount Incurred for Provision of Health Care Services	143,232,699								143,232,699	

	(a) For health business: number of persons insured under PPO managed care products	and number of persons under indemnity only products
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⁽b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION
OmniCare Health Plan, Inc.
2.

								(LOCATION)		
AIC Group Code 1137 BUSINESS IN THE STATE C	OF Consolidated			DURING THE YEAR	2007			NA	IC Company Code	12193
	1	Comprel (Hospital &	& Medical)	4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	57 ,945	0	0	0	0	0	0	0	57 ,945	
2 First Quarter	58,447	0	0	0	0	0	0	0	58 , 447	
3 Second Quarter	58,258	0	0	0	0	0	0	0	58,258	
4. Third Quarter	56,943	0	0	0	0	0	0	0	56,943	
5. Current Year	55,778	0	0	0	0	0	0	0	55,778	
6 Current Year Member Months	689,834	0	0	0	0	0	0	0	689,834	
Total Member Ambulatory Encounters for Year:										
7. Physician	401,171	0	0	0	0	0	0	0	401 , 171	
8. Non-Physician	79,537	0	0	0	0	0	0	0	79,537	
9. Total	480,708	0	0	0	0	0	0	0	480,708	
10. Hospital Patient Days Incurred	35,158	0	0	0	0	0	0	0	35,158	
11. Number of Inpatient Admissions	7,985	0	0	0	0	0	0	0	7,985	
12. Health Premiums Written (b)	177,245,263	0	0	0	0	0	0	0	177 , 245 , 263	
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	
15. Health Premiums Earned	177 , 245 , 263	0	0	0	0	0	0	0	177 , 245 , 263	
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	
17. Amount Paid for Provision of Health Care Services	141,569,879	0	0	0	0	0	0	0	141,569,879	
18. Amount Incurred for Provision of Health Care Services	143,232,699	0	0	0	0	0	0	0	143,232,699	

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons under indemnity only products _____ 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$ ______

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31, prior year	0
2.	Increase (decrease) by adjustment:	
	2.1 Totals, Part 1, Column 11	0
	2.2 Totals, Part 3, Column 8	0
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbances, Column and Let of Column 9)	0
4.	Cost of additions and permanent improvements:	
	4.1 Totals, Part 1, Column 14	0
	4.2 Totals, Part 3, Column 10	0
5.	Total profit (loss) on sales, Part 3, Column 15	0
6.	Increase (decrease) by foreign exchange adjustment:	
	6.1 Totals, Part 1, Column 12	0
	6.2 Totals, Part 3, Column 9	0
7.	Amounts received on sales, Part 3, Column 12 and Part 1, Column 13	0
8.	Book/adjusted carrying value at end of current period	0
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	0
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interes at montage and the contract of the co
2.	Amount loaned during year:
	2.1 Actual cost at time of acquisitions
	2.2 Additional investment made after acquisitions
3.	Accrual of discount and mortgage interest points and commitment fees
4.	Increase (decrease) by adjustment
	Total profit (loss) on sale
	Amounts paid on account or in full during the year
	Amortization of premium
8.	Increase (decrease) by foreign exchange adjustment
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period
10.	Total valuation allowance
11.	Subtotal (Lines 9 plus 10)
12.	Total nonadmitted amounts
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets and December 1 of tion year.
2.	Cost of acquisitions during year:
	2.1 Actual cost at time of acquisitions
	2.2 Additional investment made after acquisitions
3.	Accrual of discount
4.	Increase (decrease) by adjustment
5.	Total profit (loss) on sale
6.	Amounts paid on account or in full during the year
	Amortization of premium
8.	Increase (decrease) by foreign exchange adjustment
9.	Book/adjusted carrying value of long-term invested assets at end of current period
10.	Total valuation allowance
11.	Subtotal (Lines 9 plus 10)
12.	Total nonadmitted amounts
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3).

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at	at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations
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			ty Distribution of All B	onds Owned December	er 31, at Book/Adjuste	d Carrying Values by N	lajor Types of Issues	and NAIC Designation			,
Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments, Schedules D & I											
1.1 Class 1	1,050,761	2,517,177	1,755,101	0	0	5,323,039	11.6	3,537,526	7.3	5,323,040	0
1.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	C
1.7 Totals	1,050,761	2,517,177	1,755,101	0	0	5,323,039	11.6	3,537,526	7.3	5,323,040	(
2. All Other Governments, Schedules	D & DA (Group 2)	•									
2.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	(
2.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	
2.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	
2.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	(
2.5 Class 5	0	0	0	0	٥	0	0.0	0	0.0	0	
2.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	(
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	(
3. States, Territories and Possessions	etc., Guaranteed, So	hedules D & DA (Grou	ıp 3)								
3.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	
3.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	
3.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	
3.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	
3.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	
3.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	(
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	(
4. Political Subdivisions of States, Ter	ritories and Possess	ions, Guaranteed, Sch	edules D & DA (Group	4)							
4.1 Class 1	0	1,067,111	2,422,463	1,084,830	0	4,574,404	10.0		1.7	4,574,404	(
4.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	
4.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	(
4.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	
4.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	
4.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	(
4.7 Totals	0	1,067,111	2,422,463	1,084,830	0	4,574,404	10.0	804,074	1.7	4,574,404	(
5. Special Revenue & Special Assessr	nent Obligations etc.					, , ,		, -		, , , -	
5.1 Class 1	153.675	1,004,242	3,014,013	1,313,443	572,365	6 , 057 , 738	13.2	3,658,796	7.6	6,057,737	
5.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	(
5.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	(
5.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	
5.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	(
5.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	(
5.7 Totals	153,675	1,004,242	3,014,013	1,313,443	572,365	6,057,738	13.2	3,658,796	7.6	6,057,737	(

9.3 Class 3

9.4 Class 4

9.5 Class 5.

9.6 Class 6

9.7 Totals

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations 10 % From Col. 7 Over 1 Year Through Over 5 Years Through Over 10 Years Col. 6 as a Total from Col. 6 Total Publicly Total Privately Placed Quality Rating per the NAIC Designation 5 Years 10 Years Through 20 Years Over 20 Years **Total Current Year** % of Line 10.7 Prior Year Prior Year Traded 1 Year or Less (a) 6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6) .496,222 .496,222 .496,222 6.1 Class 1 ..1.1 .0.0 6.2 Class 2 0.0 0.0 0.0 6.3 Class 3 0.0 6.4 Class 4 ..0.0 .0.0 ..0.0 6.5 Class 5. .0.0 0 0.0 6.6 Class 6 0.0 496.222 0 496.222 1.1 6.7 Totals 0.0 496.222 7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7) ..23,757,436 ..4,850,101 ..842,056 .29,449,593 ..64.2 ..40,465,907 .83.5 ..29,449,593 7.1 Class 1 7.2 Class 2 0.0 .0.0 7.3 Class 3 0 0.0 0.0. 7.4 Class 4 0.0 0.0 7.5 Class 5 0.0 .0.0 7.6 Class 6 0 0.0 0.0 23.757.436 4.850.101 842.056 29.449.593 64.2 40.465.907 83.5 29.449.593 7.7 Totals 8. Credit Tenant Loans, Schedules D & DA (Group 8) 0.0 8.1 Class 1 .0.0 0.0. .0.0 8.2 Class 2 8.3 Class 3 ..0.0 .0.0 8.4 Class 4 0.0 .0.0 ..0.0 8.5 Class 5 0 .0.0 0.0 8.6 Class 6 0 0.0 0.0 0.0 0 9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9) 9.1 Class 1 ..0.0 .0.0 9.2 Class 2 ..0.0 .0.0

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SCHEDULE D - PART 1A - SECTION 1 (continued)

		Quality and Matur	ity Distribution of All B	onds Owned December	er 31, at Book/Adjuste	d Carrying Values by N	lajor Types of Issues	and NAIC Designation			
	1	2	3	4	5	6	7	8	9	10	11
			Over 5 Years Through	Over 10 Years			Col. 6 as a	Total from Col. 6	% From Col. 7	Total Publicly	Total Privately Placed
Quality Rating per the NAIC Designation	1 Year or Less	5 Years	10 Years	Through 20 Years	Over 20 Years	Total Current Year	% of Line 10.7	Prior Year	Prior Year	Traded	(a)
10. Total Bonds Current Year											
10.1 Class 1	24,961,872	9,438,631	8,529,855	2,398,273	572,365	45,900,996	100.0	XXX	XXX	45,900,996	0
10.2 Class 2	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.3 Class 3	0	0	0	0	0	0	0.0	XXX	ХХХ	0	0
10.4 Class 4	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.5 Class 5	0	0	0	0	0	(c)0	0.0	XXX	XXX	0	0
10.6 Class 6	0	0	0	0	0	(c) 0	0.0	XXX	XXX	0	0
10.7 Totals	24,961,872	9,438,631	8,529,855	2,398,273	572,365	(b)45,900,996	100.0	XXX	XXX	45,900,996	0
10.8 Line 10.7 as a % of Col. 6	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	0.0
11. Total Bonds Prior Year		•	•								
11.1 Class 1	41,154,693	3,637,154	2,321,091	908,521	444 , 845	XXX	XXX	48,466,304	100.0	48,466,303	0
11.2 Class 2	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.3 Class 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.4 Class 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.5 Class 5	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
11.6 Class 6	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
11.7 Totals	41,154,693	3,637,154	2,321,091	908,521	444,845	XXX	XXX	(b)48,466,304	100.0	48,466,304	0
11.8 Line 11.7 as a % of Col. 8	84.9	7.5	4.8	1.9	0.9		XXX	100.0	XXX	100.0	0.0
12. Total Publicly Traded Bonds			1	-							
12.1 Class 1	24,961,873	9,438,631	8,529,855	2,398,273	572,365	45,900,997	100.0	48,466,304	100.0	45,900,997	XXX
12.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.7 Totals	24,961,873	9,438,631	8,529,855	2,398,273	572,365	45,900,997	100.0	48,466,304	100.0	45,900,997	XXX
12.8 Line 12.7 as a % of Col. 6	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7,											
Col. 6, Section 10	54.4	20.6	18.6	5.2	1.2	100.0	XXX	XXX	XXX	100.0	XXX
13. Total Privately Placed Bonds		•									
13.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
13.9 Line 13.7 as a % of Line 10.7,											Ī
Col. 6, Section 10	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0
Jul. 0, Decilon 10	0.0	0.0	0.0	0.0	0.0	0.0	MM	MM	////	////	0.

5.7 Totals

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues % From Col. Over 1 Year Over 5 Years Over 10 Years Col. 6 as a % Total from Col 6 Total Publicly Total Privately Through 10 Years Over 20 Years Distribution by Type 1 Year or Less Through 5 Years Through 20 Years Total Current Year of Line 10.7 Prior Year Prior Year Traded Placed 1, U.S. Governments, Schedules D & DA (Group 1) .5,323,040 .1.755.101 .5,323,039 ..3,537,526 1.1 Issuer Obligations 0.0 1.2 Single Class Mortgage-Backed/Asset-Backed Securities 0.0 5,323,039 7.3 1,050,761 2,517,177 1,755,101 11.6 3,537,526 5,323,040 1.7 Totals 2. All Other Governments, Schedules D & DA (Group 2) 0.0 0.0 2.1 Issuer Obligations . ..0.0 .0.0 2.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES 2.3 Defined 0.0 0.0 0.0 2.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES .0.0 2.5 Defined 2.6 Other 0.0 0.0 0.0 0.0 2.7 Totals 3. States. Territories, and Possessions Guaranteed, Schedules D & DA (Group 3) 3.1 Issuer Obligations 0 0 0.0 .0.0 3.2 Single Class Mortgage-Backed/Asset-Backed Securities 0.0 MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES 3.3 Defined ..0.0 ..0.0 3.4 Other 0.0. MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES 3.5 Defined .0.0 0.0 0.0 3.6 Other 0 0 0.0 0.0 3.7 Totals 4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4) 1,084,830 .4,574,404 10.0 .804.074 4,574,404 ..1,067,111 2,422,463 1.7 4.1 Issuer Obligations 4.2 Single Class Mortgage-Backed/Asset-Backed Securities ..0.0 .0.0 MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES 4.3 Defined 0.0 .0.0 0.0 .0.0 4.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES ..0.0 4.5 Defined 0.0 0.0 4.6 Other 1,067,111 4,574,404 10.0 804,074 4,574,404 4.7 Totals 2,422,463 1,084,830 1.7 5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5) .528,491 .2,696,420 .1,084,981 .535,540 ..4,845,432 10.6 .2,360,954 .4.9 4,845,432 5.1 Issuer Obligations .475,751 ..317,592 ..228,462 .36,825 ..1,212,305 2.6 .1,297,842 .2.7 1,212,305 5.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES 0.0 .0.0 5.3 Defined 5.4 Other 0.0 .0.0 MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES 0.0 5.5 Defined 0.0 0.0 5.6 Other

1,004,242

3,014,012

1,313,443

572,365

6,057,737

13.2

3,658,796

6,057,737

SCHEDULE D - PART 1A - SECTION 2 (continued)

		Maturity Distribution	of All Bonds Owned	December 31, at Book	/Adjusted Carrying Va	lues by Major Type an	d Subtype of Iss	sues			
	1	2 Over 1 Year Through	3 Over 5 Years	4 Over 10 Years	5	6	7 Col. 6 as a	8 Total from Col. 6	9 % From Col. 7	10 Total Publicly	11 Total Privately
Distribution by Type	1 Year or Less	5 Years	Through 10 Years	Through 20 Years	Over 20 Years	Total Current Year	% of Line 10.7	Prior Year	Prior Year	Traded	Placed
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)										
6.1 Issuer Obligations	0	0	496,222	0	0	496,222	1.1	0	0.0	496, 222	0
6.2 Single Class Mortgage-Backed/Asset-Based Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
6.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
6.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	0	496,222	0	0	496,222	1.1	0	0.0	496,222	0
7. Industrial & Miscellaneous (Unaffiliated), Schedu	les D & DA (Group 7)										
7.1 Issuer Obligations	23,662,894	2,114,556	688,754	0	0	26,466,204	57 . 7	40,115,919	82.7	26,466,205	0
7.2 Single Class Mortgage-Backed/Asset-Based Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
7.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
7.5 Defined	0	0	Ω	Ω	0	0	0.0	0	0.0	0	0
7.6 Other	94,542		153,301	0	0	2,983,388	6.5	349,987	0.7	2,983,388	0
7.7 Totals	23,757,436	4,850,101	842,055	0	0	29,449,592	64.2	40,465,906	83.5	29,449,593	0
8. Credit Tenant Loans, Schedules D & DA (Group 8	3)										
8.1 Issuer Obligations	0	0	٥	٥	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parents, Subsidiaries and Affiliates, Schedules D	& DA (Group 9)										
9.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
9.2 Single Class Mortgage-Backed/Asset-Based Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE- BACKED SECURITIES											
9.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE- BACKED/ASSET-BACKED SECURITIES											
9.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

13.6 Other

13.7 Totals

13.8 Line 13.7 as a % of Col. 6.

13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10

ANNUAL STATEMENT FOR THE YEAR 2007 OF THE OmniCare Health Plan. Inc.

SCHEDULE D - PART 1A - SECTION 2 (continued)

Over 5 Years Total From Col. 6 6 From Col. 7 Over 1 Year Over 10 Years Total Col. 6 as a % Total Publicly Total Privately hrough 10 Years Through 20 Years Over 20 Years of Line 10.7 Prior Year Distribution by Type 1 Year or Less Through 5 Years **Current Year** Prior Year Traded Placed 10. Total Bonds Current Year 10.1 Issuer Obligations ..24,713,655 ..6,227,335 ..8,058,960 ..2,169,811 .535,540 .41,705,301 .90.9 XXX .41,705,303 ..153,675 ...475,751 ..317,592 ...228,462 ...36,825 ..1,212,305 .2.6 .XXX. .XXX. ..1,212,305 10.2 Single Class Mortgage-Backed/Asset-Backed Securities MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES XXX XXX 0.0. 10.3 Defined 10.4 Other 0.0 XXX XXX MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES XXX XXX 0.0 10.5 Defined 2,983,388 94,542 2,735,545 153,301 2,983,388 XXX XXX 10.6 Other 6.5 ..9,438,631 2,398,273 10.7 Totals 24.961.872 8.529.853 .572,365 45.900.994 100.0 XXX XXX 45.900.996 10.8 Line 10.7 as a % of Col. 6 54.4 20.6 18.6 5.2 1.2 100.0 XXX XXX XXX 100.0 0.0 11. Total Bonds Prior Year 11.1 Issuer Obligations .41.014.588 .2.778.036 1.968.416 .655.728 .401.706 XXX XXX .46.818.473 .96.6 46.818.473 .125.791 .523.444 .352.675 252.793 .43 . 139 XXX XXX ..1,297,842 11.2 Single Class Mortgage-Backed/Asset-Backed Securities 2.7 ..1.297.842 MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES XXX. 11.3 Defined XXX. .0.0 .XXX.. XXX. ...0..0 11.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES 11.5 Defined XXX XXX 0.0 14.314 335 673 XXX XXX 349 987 0.7 349 987 11.6 Other 11.7 Totals ..41.154.693 .3,637,153 2.321.091 .908,521 .444 . 845 XXX XXX .48.466.303 .100.0 .48.466.303 0.0 84.9 XXX XXX 100.0 XXX 100.0 11.8 Line 11.7 as a % of Col. 8 4.8 1.9 0.9 12. Total Publicly Traded Bonds 2.169,811 .24.713.656 ..6.227.336 .8.058.961 .535.540 .90.9 .46.818.473 .96.6 12.1 Issuer Obligations .41.705.304 .41.705.304 XXX 12.2 Single Class Mortgage-Backed/Asset-Backed Securities ..475.751 ..317.592 .153.675 .228.462 .36.825 ..1.212.305 .2.6 .1.297.842 ..2.7 ..1.212.305 ..XXX. MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES 12.3 Defined 0.0. .0.0 XXX .0.0 ..0.0 ...XXX... 12.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES XXX. 12.5 Defined 0.0 .0.0 94.542 2.735.545 153.301 2.983.388 6.5 349.987 0.7 2.983.388 12.6 Other XXX ..9,438.632 .100.0 24.961.873 8.529.854 2.398.273 .45.900.997 .100.0 .48.466.303 45 900 997 XXX 12.7 Totals .572,365 .54.4 18.6 100.0 XXX 12.8 Line 12.7 as a % of Col. 6. 20.6 XXX XXX 100.0 XXX 12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10 54.4 20.6 18.6 5.2 1.2 100.0 XXX XXX XXX 100.0 XXX 13. Total Privately Placed Bonds 0 0 0.0 13.1 Issuer Obligations 13.2 Single Class Mortgage-Backed/Asset-Backed Securities 0.0 0 0 XXX MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES 0.0. .0.0 13.3 Defined XXX .0.0 ..0.0 XXX. 13.4 Other MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES 0.0 0.0 XXX 13.5 Defined XXX 0 0.0 0.0

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SCHEDULE DA - PART 2 - VERIFICATION BETWEEN YEARS

	Short-Term Investments				
	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets(a)	Investments in Parent, Subsidiaries and Affiliates
Book/adjusted carrying value, prior year	21,596,268	21,596,268	0	0	(
Cost of short-term investments acquired	281,296,745	281,296,745	0	0	(
Increase (decrease) by adjustment		285,906	0	0	
Increase (decrease) by foreign exchange adjustment	0	0	0	0	(
Total profit (loss) on disposal of short-term investments	(5,711)	(5,711)	0	0	
Consideration received on disposal of short-term investments	279,610,312	279,610,312	0	0	
Book/adjusted carrying value, current year	23,562,896	23,562,896	0	0	
Total valuation allowance	0	0	0	0	
9. Subtotal (Lines 7 plus 8)	23,562,896	23,562,896	0	0	
10. Total nonadmitted amounts	0	0	0	0	
11. Statement value (Lines 9 minus 10)	23,562,896	23,562,896	0	0	
12. Income collected during year	1,397,204	1,397,204	0	0	
13. Income earned during year	1,407,807	1,407,807	0	0	

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY NONE

Schedule DB - Part C - VBY NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S - Part 1 - Section 2

NONE

SCHEDULE S - PART 2 Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	insuring Company as of December 31, Curre	6	7
NAIC Company	Federal ID					
Code	Number	Effective Date	Name of Company Coventry Health & Life Insurance Company	Location	Paid Losses	Unpaid Losses
81973	75-1296086	10/01/2004	Coventry Health & Life Insurance Company	Deleware, USA	386,983 386,983	
0699999 - Tota	als - Accident an	nd Health			386,983	
		<u> </u>				
		<u> </u>				
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	·····					
		 			l	
0799999 - To	otals – Life. Anni	uity and Accident a	nd Health		386,983	

SCHEDULE S - PART 3 - SECTION 2

	Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year											
1	2	3	4	5	6	7	8	9	Outstanding	Surplus Relief	12	13
NAIC								Reserve Credit	10	11	Modified	
Company	Federal ID						Unearned Premiums	Taken Other than for			Coinsurance	Funds Withheld
Code	Number	Effective Date	Name of Company	Location	Type	Premiums	(Estimated)	Unearned Premiums	Current Year	Prior Year		Under Coinsurance
81973	75-1296086	10/01/2004		Deleware, USA	SSL/1/A	1,158,779						
0199999 -	- Total Authorize				•	1,158,779						1
0399999 -	- Total Authorize	d General Account				1,158,779						1
0799999 -	- Total Authorize	d and Unauthorize	ed General Account			1,158,779						
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												-
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1599999	7 Totals					1.158.779					ľ	

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SCHEDULE S - PART 4

	Reinsurance Ceded to Unauthorized Companies													
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total (Cols. 5+6+7)	9	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols 9+10+11+12+13 But Not in Excess of Col. 8	
	· · · · · · · · · · · · · · · · · · ·										• • • • • • • • • • • • • • • • • • • •			
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Schedule S-Part 5 Five-Year Exhibit of Reinsurance Ceded Business (000 Omitted)

	(UUU OMITTEA)													
		1 2007	2 2006	3 2005	4 2004	5 2003								
Α.	OPERATIONS ITEMS													
1.	Premiums	0	0	0	0	0								
2.	Title XVIII-Medicare		0	0	0	0								
3.	Title XIX-Medicaid.		1,081		50	0								
				0	0									
4.	Commissions and reinsurance expense allowance					0								
5.	Total hospital and medical expenses		D	Ω	0	0								
В.	BALANCE SHEET ITEMS													
6.	Premiums receivable		0	0	0	0								
7.	Claims payable		0	0	0	0								
8.	Reinsurance recoverable on paid losses	387	9	500	34	0								
9.	Experience rating refunds due or unpaid		0	0	0	0								
10.	Commissions and reinsurance expense allowances		0	0	0									
	unpaid			0	0	0								
11.	Unauthorized reinsurance offset	0	0	0	0	0								
C.	UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)													
12.	Funds deposited by and withheld from (F)	0	0	0	0	0								
	Letters of credit (L)		0	0	0	0								
	Trust agreements (T)			0	0	0								
	Other (O)	0	0	0	0	0								
ıυ.	Olliei (O)	U	U	U	U	U								

SCHEDULE S-PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

		1	2	3
		As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 10)	43,133,983		43,133,983
2.	Accident and health premiums due and unpaid (Line 13)	0		0
3.	Amounts recoverable from reinsurers (Line 14.1)		(386,983)	0
4.	Net credit for ceded reinsurance.	xxx	386,983	386,983
5.	All other admitted assets (Balance)	2,793,851		2,793,851
6.	Total assets (Line 26)	46,314,817	0	46,314,817
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	17,119,519	0	17 , 119 , 519
8.	Accrued medical incentive pool and bonus payments (Line 2)	216,719		216,719
9.	Premiums received in advance (Line 8)	0		0
10.	Funds held under reinsurance treaties with authorized and unauthorized insurers (Line 17)	0		0
11.	Reinsurance in unauthorized companies (Line 18)	0		0
12.	All other liabilities (Balance)	2,369,644		2,369,644
13.	Total liabilities (Line 22)	19,705,882	0	19 , 705 , 882
14.	Total capital and surplus (Line 31)	26,608,936	XXX	26,608,936
15.	Total liabilities, capital and surplus (Line 32)	46,314,818	0	46,314,818
	NET CREDIT FOR CEDED REINSURANCE			
16.	Claims unpaid	0		
17.	Accrued medical incentive pool.	0		
18.	Premiums received in advance	0		
19.	Reinsurance recoverable on paid losses	386,983		
20.	Other ceded reinsurance recoverables	0		
21.	Total ceded reinsurance recoverables	386,983		
22.	Premiums receivable	0		
23.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24.	Unauthorized reinsurance	0		
25.	Other ceded reinsurance payables/offsets	0		
26.	Total ceded reinsurance payables/offsets	0		
27.	Total net credit for ceded reinsurance	386,983		

SCHEDULE T – PART 2 INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

15, lows	Allocated by States and Territories							
States Etc. Circus and redwinder Part Circus and Part Circus			1	2		4	5	6
Silates Ele.			Life		Disability Income			
2 Alasia	States, Etc.							Totals
3 Artonna AZ								
A Arlamsa								
5 California CA 6 Colorado CO 7 Connectout CT 8 Delaware DE 9 District of Coloradia DC 10 Founda FL 11 Caergia GA 12 Anneal H 13 Gabia D 14 Anneal H 15 Gallan D 16 Lowa IA 17 Konsasa KS 18 Kantucky KY 19 Louisiana LA 20 Maine ME 20 Maine ME 21 Maryland MO 22 Massachusetts MA 34 Microscota MA 35 Metrigan MI 36 Metrigan MI 37 Morrison NY 38 New York NY 39 New Yesing NY 30 New Fampshire NH 31 New York NY 32 New York NY 34 Normania NY 35 Normania NP								
6 Colorado CO CT S . Delaware DE								
7. Connecticul CT								
B. Delswer DE								
9. District of Columbia DC								
10. Florida FL								
11. Georgia GA 12. Hawaii H 1 13. Idaho D D 14. Illinois I I Illinois I Illinois I Illinois								
12 Hawaii								
13. Idaho D D	•							
14. Illinois I.	12. Hawaii							
15. Indiana								
15, lows								
17 Kansas KS	15. Indiana							
18 Kentucky KY	16. lowa							
19. Louislana								ļ
20 Maine	•							
21 Maryland	19. Louisiana	LA						
22 Massachusetts MA 24 Mininesota MI 25 Mississippi MS 26 Missouri MO 27 Montana MT 28 Nebraska NE 29 Nevada NV 30 New Hampshire NH 31 New Jersey NJ 22 New Mexico NM 33 New York NY 34 North Carolina NC 35 North Dakota ND 36 Onlio OH 37 Oklahoma OK 38 Oregon OR 39 Pennsylvaria PA 40 Rhode Island RI 41 South Carolina SC 42 South Dakota SD 43 Tennessee TN 44 Texas TX 45 Ush UT 46 Vermont VT 47 Virginia VA 48 West Virginia WA 49 West Virginia WA 49 West Virginia WA 50 Li Wyoringia WA 50 Li Wyringi Islands VI 51 Poeto Rico PR <td>20. Maine</td> <td>BE</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	20. Maine	BE						
23 Michigan	21. Maryland	MD						
24 Minnesota MN 25 Mississippi MS 26 Missouri MO 27 Montane MT 28 Nebraska NE 29 Nevada NV 30 New Hampshire NH 41 New Jersey NJ 31 New York NM 33 New York NY 34 North Carolina NC 35 North Dakota ND 36 Orio OH 37 Oklahoma OK 30 Cregon OR 39 Pennsylvaria PA 40 Rhode Island RI 41 South Carolina SC 42 South Dakota SD 43 Tennessee TN 44 Texas TX 45 Urah UT 46 Vermont VT 47 Virginia VA 48 Washington WA 49 West Virginia WV 50 LW Soonsin WI 51 Wyoming WY 52 Arnentian Samoa AS 53 Custrolistads MP 54 Custrolistads MP 55 LS Virgin Islands MI 55 LS Virgin Islands MI 56 Northern Mariana Islands MP 56 Rorier Mariana Islands MP </td <td>22. Massachusetts</td> <td> MA</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>	22. Massachusetts	MA						
25. Mississippi MS 26. Missouri MO 27. Montana MT 28. Nebraska NE 29. Nevada NV 30. New Jampshire NH 31. New Jersey NJ 32. New Mexico NM 33. New York NY 34. North Carolina NC 35. Orbit Dakota ND 36. Orbit OH 37. Oklahoma OK 39. Pennsylvania PA 40. Rhode Island RI 41. South Carolina SC 42. South Dakota SD 33. Tennessee TN 44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WY 50. Wisconsin WI 56. Northern Mariana Islands MP 77. Canada CN 58. Aggregate Other Allen OT	23. Michigan	MI						
26 Missouri MO 27 Montana MT 28 Nebraska NE 29 Nevada NV 30 New Hampshire NH 31 New Jersey NJ 32 New Mexico NM 33 New York NY 44 North Carolina NC 55 North Dakota ND 36 Chio OH 37 Oklahoma OK 38 Oregon OR 39 Pennsylvariia PA 41 South Carolina SC 42 South Dakota SD 43 Tennessee TN 44 Texas TX 55 Uah UT 46 Vermont VT 47 Virginia VA 48 Washington WA 49 West Virginia WV Owlowsonsin IWI 51 Us Virgini Islands MP 55 Los Virgin Islands MP 56 Northern Mariana Islands MP 57 Canada CN 58 Aggregate Other Allen OT	24. Minnesota	MN						
27 Montana	25. Mississippi	MS						
28. Nebraska NE 29. Nevada NV 30. New Hampshire NH 31. New Jersey NJ 32. New Mexico NM 33. New York NY 34. North Carolina NC 5. North Dakota ND 36. Ohio OH 37. Oklahoma OK 38. Oregon OR 39. Pennsylvania PA 40. Rhode Island RI 41. South Carolina SC 42. South Dakota SD 43. Tennessee TN 44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 49. Wist Virginia WV 9. Wist Virginia WV 9. Wist Virginia WY 52. American Samoa AS 53. Guara GU 54. Puerto Rico PR 55. Us. Virgin Islands MP 56. Northern Mariana Islands MP 56. Northern Mariana Isla	26. Missouri	MO						
29. Nevada	27. Montana	MT						
30. New Hampshire	28. Nebraska	NE						
31. New Jersey	29. Nevada	NV						
32 New Mexico	30. New Hampshire	NH						
32 New Mexico	31. New Jersey	NJ						
34. North Carolina	32. New Mexico							
34. North Carolina	33. New York	NY						
35. North Dakota								
36 Ohio OH 37 Oklahoma OK 38 Oregon OR 39 Pennsylvania PA 40 Rhode Island RI 41 South Carolina SC 42 South Dakota SD 43 Tennessee TN 44 Texas TX 45 Utah UT 46 Vermont VT 47 Virginia VA 48 Washington WA 49 West Virginia WV 50 Wisconsin WI 51 Wyoming WY 52 American Samoa AS 33 Guam GU 54 Puerto Rico PR 55 U.S. Virgin Islands VI 56 Northern Mariana Islands MP 57 Canada CN 58 Aggregate Other Alien OT								
37. Oklahoma OK 38. Oregon OR 39. Pennsylvania PA 40. Rhode Island RI 41. South Carolina SC 42. South Dakota SD 43. Tennessee TN 44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U. S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT		OH						
38. Oregon OR 39. Pennsylvania PA 40. Rhode Island RI 41. South Carolina SC 42. South Dakota SD 43. Tennessee TN 44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Vyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U.S. Virgin Islands VI 66. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Allien OT								
PA Pennsylvania PA PA PA PA PA PA PA P								
40. Rhode Island RI 41. South Carolina SC 42. South Dakota SD 43. Tennessee TN 44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U.S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT								I
41. South Carolina SC								[
42. South Dakota SD 43. Tennessee TN 44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 55. U.S. Virgin Islands VI 56. Norther Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT								Ī
43. Tennessee TN			•					
44. Texas TX 45. Utah UT 46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U.S. Virgin Islands VI 56. Northern Marianal Islands MP 57. Canada CN 58. Aggregate Other Alien OT			•					<u> </u>
45. Utah								Ī
46. Vermont VT 47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U.S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT			• • • • • • • • • • • • • • • • • • • •					
47. Virginia VA 48. Washington WA 49. West Virginia WV 50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U.S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT		\ 	•					<u> </u>
48. Washington			• • • • • • • • • • • • • • • • • • • •					
49. West Virginia	=		•					
50. Wisconsin WI 51. Wyoming WY 52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U. S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT								
51. Wyoming				• • • • • • • • • • • • • • • • • • • •				
52. American Samoa AS 53. Guam GU 54. Puerto Rico PR 55. U.S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT								
53. Guam								
54. Puerto Rico PR 55. U.S. Virgin Islands VI 56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT						•		
55. U.S. Virgin Islands						-		†
56. Northern Mariana Islands MP 57. Canada CN 58. Aggregate Other Alien OT								
57. Canada								
58. Aggregate Other Alien OT								
" '								
	58. Aggregate Other Alien 59. Totals	DI	0	0	0	0	0	

SCHEDULE Y PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES												
1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC	5.119		21	0	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the		Income/ (Disbursements) Incurred Under		Any Other Material Activity Not in the Ordinary Course of		Reinsurance Recoverable/ (Payable) on Losses and/or Reserve
Company Code	Federal ID	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder	Capital	Loans or Other	Benefit of any	Agreements and	Reinsurance	*	the Insurer's	Tatala	Credit Taken/(Liability)
Code	Number 52-2073000	Coventry Health Care Inc.	Dividends 446 . 600 . 000	Contributions (72,891,892)	Investments	Affiliate(s)	Service Contracts	Agreements	-	Business	Totals 517 . 199 . 569	Taken/(Liability)
	51-0406894	Coventry Financial Mgmt Services, Inc	440,000,000	(12,091,092) 0					· · · · · · · · · · · · · · · · · · ·	•	8,693,525	U
96460	51-0293139	Coventry Health Care of Delaware, Inc.	(14.800.000)				(16,593,744)	(2,700,727)		•	(34,094,471)	2,600,481
95282	51-0353639	Coventry Health Care of Georgia, Inc.	(13,800,000)	 0			(10,393,744)	(1,534,073)			(27,131,001)	1,062,184
30202	52-2248239	Coventry Services Corporation	10,000,000)	 N			6,712,271	(1,004,070)		***************************************	6,712,271	1,002,104
95241	42-1244752	Coventry Health Care of Iowa, Inc.	(13,300,000)	 0			(6,183,549)	(1,576,739)			(21,060,289)	717,469
95925	42-1308659	Coventry Health Care of Nebraska, Inc	(10,000,000)	0			(2,950,210)	(647,589)			(21,500,200)	743,303
95925 95283	51-0353638	Coventry Health Care of Pennsylvania, In	0	0			(2,000,210)	0			0,007,700	0,000
95173	74-2381406	Coventry Health Care of Louisiana Inc	(15,000,000)	0			(1,814,260)	184,277			(16,629,984)	1,062,493
95060	25-1264318	HealthAmerica Pennsylvania Inc.	(67 . 100 . 000)	0			3.911.247	(7.526.423)			(70.715.176)	2.778.443
11102	23-2366731	HealthAssurance Pennsvlvania. Inc	(51,900,000)	0			(74,485,450)	(4,088,807)			(130,474,257)	3,986,211
	47 - 0854096	Coventry Prescription Mamt Services Inc	0	0			0	0			0	0
81973	47 - 0854096 75 - 1296086	Coventry Health & Life Insurance Company	(50,000,000)	0			(106,049,419)	33,914,935			(122, 134, 484)	(25,455,232)
	51-0402388	Coventry Health Care Investment Corp.	0	0			0	0			0	0
96555	54 - 1576305	Southern Health Services, Inc.	(32,400,000)	0			(13,056,362)	(2,624,295)			(48,080,657)	1,338,544
	01-0646056	Coventry Transplant Network, Inc	0	0			(60,000)	0			(60,000)	0
96377	43-1372307	Group Health Plan, Inc.	(36, 100, 000)	0			(15,528,182)	(5,393,054)			(57,021,236)	1,852,509
95318	43 - 1702094	HealthCare USA of Missouri, LLC.	0	0			(22,463,460)	(248,531)			(22,711,991)	4,752,662
95489	48-0840330	Coventry Health Care of Kansas, Inc	(46,100,000)	0			(17,729,587) 577,759,615	0			(63,829,587)	0
	25 - 1794529	Coventry Management Services, Inc. Carelink Health Plans, Inc.	0	0			577 , 759 , 615	0		ļ	577 , 759 , 615	0
95408	55-0712129	Carelink Health Plans, Inc	(7,600,000)	Q			(7,777,263)	(1,178,466)			(16,555,729)	602,803
	62-1411933	Coventry Health Care Mgmt Corp. WellPath Preferred Services, Inc.	0	0			(22,285,191)	0			(22,285,191)	0
	20-0635523	WellPath Preferred Services, Inc.	0	0			(7,755,112)	0	· · · · · · · · · · · · · · · · · · ·		(7,755,112)	0
95321	20-0229117	WellPath Select, Inc.	(23,800,000)	0			(8,145,318)	(3,194,259)		•	(35, 139, 577)	1,820,604
11531	02-0639951	CHC Casualty Risk Retention Group, Inc.	(5,000,000)	0			9,490,738	0	· · · · · · · · · · · · · · · · · · ·	•	4,490,738	<u>0</u>
40004	20 - 1736437 20 - 4647469	First Health Group Corp. WellPath of South Carolina, Inc.	(15,000,000)	0			(143,066,475)	D	· · · · · · · · · · · · · · · · · · ·	•	(158,066,475)	U
12064	37 - 1241037	PersonalCare Insurance of Illinois, Inc	U	1,891,892			/42_400_70F\	U	· · · · · · · · · · · · · · · · · · ·	•	1,891,892	1 201 412
74160 12193	20 - 1052897	OmniCare Health Plan, Inc	(22,100,000) (13,300,000)	U			(13,466,725)	(1,324,519) (550,675)			(36,891,244)	1,361,412 386,983
95407	87 - 0345631	Altius Health Plans, Inc.	(13,300,000)				(28,915,261)	(1,511,056)	·	•	(39,726,317)	389,130
93407	51-0410308	HealthAssurance Financial Services, Inc.	(9,300,000)				12,562,594	(1,511,000)				
	20-4416606	HealthCare USA of Tennessee, LLC		 0			12,302,394			†	12,302,394	0
	31-1597878	Provider Synergies IIC	 N				Λ				٠	0
	26 - 1582982	Provider Synergies, LLC	 N				Λ				٠	0
	20-8070994	CHC National Accounts, Inc.	 N	 0			n	n		†	 N	n
	20-5185442	CHC National Network, Inc.	n ,	 N			n	n		†····	 N	n
	20-8217339	Coventry Product Services. Inc.	n	n n			43,181,660	0			43 , 181 , 660	0
	20-8376354	CHC Worker's Compensation Inc	(10,000,000)	0			(99, 134, 188)	0			(109 134 188)	0
	20-1130063	Florida Health Plan Administrators, LLC	0	0			(99, 134, 188) 36, 244, 281	0			36,244,281	0
	26 - 1293772 87 - 0443226	Coventry Consumer Advantage, Inc.	0	0			0	0			0	0
90328	87 - 0443226	First Health Strategies, Inc.							ļ		0	
	36-3537147	FHC, Inc.	0	0			1,800,000	0		<u> </u>	1,800,000	0
	52 - 1320522	Claims Administration Corp.	0	0			(26,864,562)	0		ļ	(26,864,562)	0
90328	38-2242132	First Health Life & Health Ins Co	0	46,000,000			(69, 184, 970)	0		ļ	(23, 184, 970)	0
	54-0849793	First Health Services Corporation.	0	0			(75.335.017)	0		ļ	(75, 335, 017)	0
60674	43-0158650	American Life & Health Insurance Co	0	0			35,907	0			35,907	0
81000	75-1431313	Cambridge Life Insurance Company	0	25,000,000			(3,721,161)	0			21,278,839	0

53.1

SCHEDULE Y PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

	PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES											
1	2	3	4	5	6	7	8	9	10	11	12	13
						Income/						
					Purchases, Sales or							
					Exchanges of	Incurred in						Reinsurance
					Loans, Securities,	Connection with		Income/		Any Other Material		Recoverable/
					Real	Guarantees or		(Disbursements)		Activity Not in the		(Payable) on Losses
NAIC	E. I. III		Observation Library	0 111	Estate, Mortgage	Undertakings for the	Management	Incurred Under		Ordinary Course of		and/or Reserve
Company	Federal ID	No. 10 ACCURATE AND ACCURATE AND ACCURATE ACCURA	Shareholder	Capital	Loans or Other	Benefit of any	Agreements and	Reinsurance		the Insurer's	T. (.)	Credit
Code	Number 54 - 1890081	Names of Insurers and Parent, Subsidiaries or Affiliates	Dividends	Contributions	Investments	Affiliate(s)	Service Contracts	Agreements		Business	Totals	Taken/(Liability)
	54 - 1951716	First Health Services of Florida, Inc								•	U	
	54-1898890	First Health Carvings of Montana Las								•	U	
	54-1987263	Health Care Management, Inc								•	U	
	60 - 1095987	MotroComp. Inc.	0	Λ			Λ	Λ			U	Λ
	74-2879984	Medical Evaminations of NV D C	0				(1,085,276)				(1,085,276)	0
	62-1266888	MetraComp, Inc. Medical Examinations of NY, P.C. FOCUS Healthcare Management, Inc.	0	U		t	(1,000,270)	n		t	(1,005,270)	0 0
	74-3024280	FHM Rusiness Corporation		U		t	.t	J		t		U
	20-4096903	FHM Business Corporation. First Script Network Services, Inc Vista Healthplan, Inc	0	n	†	†	n	n	†			0
95114	65_0986441	Vista Healtholan Inc	0			†	(24,558,012)	n		†	(24,558,012)	0
95266	. 65-0986441 . 65-0453436	Vista Healtholan of South Florida Inc	0	 N			(12,344,103)				(12,344,103)	
60091	65-0545388	Vista Insurance Plan, Inc.	0	 N			(96,284)				(12,344,103)	 O
10771	20-1976986	Summit Healthplan, Inc.	0	 N	***************************************	•	(3,952,529)			•	(3,952,529)	 N
1077 1	. 20-10/0000	Journal Tourist Thousand, The			***************************************	•	(0,002,020)			•	(0,002,020)	
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9999999 (ontrol lotals		0	0	0	0	0	0	λλλ	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions

quesiic	IIIS.	
	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.		YES
3.		YES
4.		YES
_	APRIL FILING	VEO
5.		YES.
6.	· · · · · · · · · · · · · · · · · · ·	YESYES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1? JUNE FILING	
8.		YES
The fol	llowing supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code ment is required of your company but is not filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interro	he type of business for will be printed below. If the
	MARCH FILING	
9.		N0
10.	••	N0
11.		N0
12.		N0
13.	,	N0
	APRIL FILING	NO
14.		NO
15. 16		N0N0
16. EYDI /	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
10. 11. 12. 13. 14. 15.		
9. 10. 11. 12. 13. 14.	ODE:	

OVERFLOW PAGE FOR WRITE-INS

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